

VONAGE HOLDINGS CORP  
Form SC 13G/A  
February 14, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 12)\*

VONAGE HOLDINGS CORP.

(Name of Issuer)  
Common Stock, par value \$0.001 per share

(Title of Class of Securities)

92886T201  
(CUSIP Number)  
December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to  
\* the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 92886T201

1. NAMES OF  
REPORTING  
PERSONS

Jeffrey A.

Citron

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

United

States of America

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE  
VOTING  
POWER

12,346,720  
shares

6. SHARED  
VOTING  
POWER

7. SOLE  
DISPOSITIVE  
POWER

12,346,720

shares

8. SHARED  
DISPOSITIVE  
POWER

9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON
10. 12,346,720 shares  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES (SEE  
INSTRUCTIONS)  
PERCENT OF  
CLASS
11. REPRESENTED  
BY AMOUNT IN  
ROW (9)
12. 5.15% (1)  
TYPE OF  
REPORTING  
PERSON (SEE  
INSTRUCTIONS)

IN

(1) Based on 239,742,630 shares of Common Stock outstanding as of December 31, 2018, plus 180,000 shares subject to stock options that were exercisable at or within 60 days of December 31, 2018.

Item 1(a). Name of  
Issuer:

Vonage  
Holdings  
Corp.

Item 1(b). Address  
of  
Issuer's  
Principal  
Executive  
Offices:

23 Main  
Street  
Holmdel,  
New  
Jersey  
07733

Item 2(a). Name of  
Person  
Filing:

This  
statement  
is filed  
on  
behalf of  
the  
following  
person,  
in  
accordance  
with  
Rule  
13d-1(k)(1)  
under  
the Act:

Jeffrey  
A.  
Citron

Item 2(b). Address  
of  
Principal  
Business  
Office  
or, if  
none,  
Residence:

c/o  
Vonage  
Holdings  
Corp.  
23 Main  
Street  
Holmdel,  
New  
Jersey  
07733

Item 2(c). Citizenship:

United  
States of  
America

Item 2(d). Title of  
Class of  
Securities:

Common  
Stock,  
par value  
\$0.001  
per share

Item 2(e). CUSIP  
Number:

92886T201

Item 3. If this  
statement is  
filed  
pursuant to  
Rule  
13d-1(b) or  
13(d)-2(b)  
or (c),

check  
whether the  
person  
filing is a:

Not  
applicable.

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Item 4. Ownership.

|       |   |                       |
|-------|---|-----------------------|
| (a)   | Amount<br>beneficially<br>owned   | 12,346,720<br>shares  |
| (b)   | Percent of class  | 5.15%                 |
| (c)   | Number of<br>shares as to<br>which the person<br>has:                     |                       |
| (i)   | Sole power<br>to vote or<br>to direct<br>the vote                         | 12,346,720 shares (1) |
| (ii)  | Shared<br>power to<br>vote or to<br>direct the<br>vote                    | 0                     |
| (iii) | Sole power<br>to dispose<br>or to direct<br>the<br>disposition<br>of      | 12,346,720 shares (1) |
| (iv)  | Shared<br>power to<br>dispose or<br>to direct<br>the<br>disposition<br>of | 0                     |

(1) Includes the following:

180,000 shares subject to stock options that were exercisable at or within 60 days of December 31, 2018;

158,628 shares held by the Noah A. Citron  
2016 Florida Descendant's Trust;  
154,230 shares held by the Kyra E. Citron  
2016 Florida Descendant's Trust;  
1,650,000 shares held by the Noah A.  
Citron 2015 Beneficiary's Trust; and  
1,650,000 shares held by the Kyra E.  
Citron 2015 Beneficiary's Trust.

Mr. Citron has the right to acquire the shares  
held by each of the trusts listed above by  
swapping other assets in exchange for the  
shares held by the applicable trust.

Item  
5. Ownership of Five Percent or Less of a Class.

Not applicable.

Ownership of  
More than Five  
Percent on  
Item  
6. Behalf of  
Another  
Person.

Not applicable.

Identification and Classification of the Subsidiary  
Item  
7. Which Acquired the Security Being Reported on  
by the Parent Holding Company or Control  
Person.

Not applicable.

Identification  
and  
Item  
8. Classification  
of Members of  
the Group.



Not  
applicable.

Item  
9. Notice of  
Dissolution of  
Group.

Not  
applicable.

Item  
10. Certifications.

Not  
applicable.

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SIGNATURE

After reasonable inquiry and to the best my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2019

/s/ Joann Vought, Attorney-in-fact for Jeffrey A. Citron  
Jeffrey A. Citron

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